

RED HAT INC
 Form 3
 September 25, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Cook Mark | | (Month/Day/Year) | RED HAT INC [RHT] | |
| (Last) | (First) | 09/24/2007 | | |
| C/O RED HAT, INC.,Â 1801 VARSITY DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | | |
| RALEIGH,Â NCÂ 27606 | | | (Check all applicable) | |
| (City) | (State) | (Zip) | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | VP/Controller | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 6,297 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Employee Stock Option NQSO (Right to Buy) | Â (2) | 10/16/2011 | Common Stock | 30,000 | \$ 19.84 | D | Â |
| Employee Stock Option NQSO (Right to Buy) | Â (3) | 12/15/2010 | Common Stock | 18,000 | \$ 26.08 | D | Â |
| Employee Stock Option NQSO (Right to Buy) | Â (4) | 07/25/2010 | Common Stock | 16,000 | \$ 15.34 | D | Â |
| Employee Stock Option NQSO (Right to Buy) | Â (5) | 12/28/2009 | Common Stock | 10,000 | \$ 13.16 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cook Mark C/O RED HAT, INC. 1801 VARSITY DRIVE RALEIGH, NC 27606 | Â | Â | Â VP/Controller | Â |

Signatures

Kimberly Yule Atty, in fact UPOA
Date: 09/25/2007

Signature of Reporting Person: _____ Date: _____

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Total includes 2,297 shares of restricted stock granted on September 15, 2006, 422 shares of which are vested and 1,875 shares of which are unvested. Shares of restricted stock vest over four years and are subject to a right of repurchase by Red Hat, Inc.
 - (2) This option was granted on October 16, 2006 and is subject to vesting at the rate of 25% on the first anniversary date of the date of the grant and 6.25% on the first day of each subsequent three month period following one year from the date of the grant.
 - (3) This option was granted on December 15, 2005 and is subject to vesting at the rate of 25% on the first anniversary date of the date of the grant and 6.25% on the first day of each subsequent three month period following one year from the date of the grant.
 - (4) This option was granted on July 25, 2005 and is subject to vesting at the rate of 25% on the first anniversary date of the date of the grant and 6.25% on the first day of each subsequent three month period following one year from the date of the grant.
 - (5) This option was granted on December 28, 2004 and is subject to vesting at the rate of 25% on the first anniversary date of the date of the grant and 6.25% on the first day of each subsequent three month period following one year from the date of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.